

MCDERMOTT INTERNATIONAL INC
 Form 4
 May 27, 2005

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Robinson Keith G

2. Issuer Name and Ticker or Trading Symbol
 MCDERMOTT INTERNATIONAL INC [MDR]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Assistant Controller

(Last) (First) (Middle)
 C/O MCDERMOTT INTERNATIONAL, INC., 1450 POYDRAS STREET
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 05/25/2005

NEW ORLEANS, LA 70112
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	05/25/2005		M	A	\$ 2,910 9,4063	D	
Common Stock	05/25/2005		M	A	\$ 2,400 14.535	D	
Common Stock	05/25/2005		M	A	\$ 3,500 14.5	D	
Common Stock	05/25/2005		M	A	\$ 1,667 3.15	D	
	05/25/2005		M	A	\$ 1,667 9.01	D	

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Common
Stock

Common Stock 05/25/2005 S 12,144 D (1) 0 D

Common Stock 1,408 (2) I 401K Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 9.4063	05/25/2005		M	2,910	<u>(3)</u> 03/20/2010	Common Stock	2,910
Stock Option (Right to Buy)	\$ 14.535	05/25/2005		M	2,400	<u>(4)</u> 03/06/2011	Common Stock	2,400
Stock Option (Right to Buy)	\$ 14.5	05/25/2005		M	3,500	<u>(5)</u> 03/06/2012	Common Stock	3,500
Stock Option (Right to Buy)	\$ 3.15	05/25/2005		M	1,667	<u>(6)</u> 04/02/2013	Common Stock	1,667
Stock Option (Right to Buy)	\$ 9.01	05/25/2005		M	1,667	<u>(7)</u> 03/18/2014	Common Stock	1,667

Buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Keith G C/O MCDERMOTT INTERNATIONAL, INC. 1450 POYDRAS STREET NEW ORLEANS, LA 70112			Assistant Controller	

Signatures

Liane K. Hinrichs,
Attorney-in-Fact

05/27/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
 - (1) The stock was sold in multiple transactions at the following prices: 700 shares at \$21.85; 1,000 shares at \$21.87; 300 shares at \$21.88; 100 shares at \$21.89; 900 shares at \$21.9; 400 shares at \$21.93; 400 shares at \$21.96; 500 shares at \$21.99; 400 shares at \$22.00; 200 shares at \$22.03; 200 shares at \$22.04; 700 shares at \$22.05; 800 shares at \$22.06; 1,000 shares at \$22.07; 500 shares at \$22.08; 400 shares at \$22.1; 800 shares at \$22.11; 500 shares at \$22.12; 500 shares at \$22.13; 400 shares at \$22.14; and 1,444 shares at \$22.15.
 - (2) Based upon units held in 401K Plan and the fair market value of Common Stock as of May 25, 2005.
 - (3) The option vests in three equal installments on March 20, 2001, 2002 and 2003.
 - (4) The option vests in three equal installments on March 6, 2002, 2003 and 2004.
 - (5) The option vests in three equal installments on March 6, 2003, 2004 and 2005.
 - (6) The option vests in three equal installments on April 2, 2004, 2005 and 2006.
 - (7) The option vests in three equal installments on March 18, 2005, 2006 and 2007.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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